

ACKNOWLEDGEMENT

THIS ACKNOWLEDGEMENT is executed by CDC/SMT Outdoor, LLC, a Delaware limited liability company ("CDC") this 11 day of October, 2002.

CDC, in anticipation of purchasing certain property within the Harbor Gateway Center, has requested that the rights of Boeing Realty Corporation under an Agreement between Boeing Realty Corporation and Lockheed Martin Corporation dated August 18, 1997 (the "Agreement") be extended to CDC. As required under Paragraph 4 of the Agreement, CDC acknowledges and consents to be bound by the terms of the Agreement and agrees not to refuse access and environmental audit rights to Lockheed Martin Corporation as required under the terms of the Agreement. This acknowledgement and consent by CDC is expressly conditioned upon CDC closing on the purchase of Lot 7 within the Harbor Gateway Center and upon receipt by CDC of an estoppel certificate from Lockheed Martin Corporation as required to be delivered by Lockheed under Paragraph 14 of the Agreement.

IN WITNESS WHEREOF, this Acknowledgement is executed the date and year first above written.

CDC/SMT OUTDOOR, LLC, a Delaware limited liability company

By



Gregory McGrath
President, Western Region

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